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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **WISDOM HOLDINGS GROUP**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 1661)**

**(I) RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
(II) RETIREMENT OF DIRECTORS AND  
RE-ELECTION OF RETIRING DIRECTORS;  
(III) APPOINTMENT OF NEW DIRECTOR;  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the AGM to be held at Ballroom B, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 16 May 2014 at 3:00 p.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the AGM is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.wisdom-china.cn>).

If you are unable to attend the AGM, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

11 April 2014

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## DEFINITIONS

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*In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:*

“AGM”	the annual general meeting of the Company to be held at Ballroom B, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on 16 May 2014 (Friday) at 3:00 p.m.;
“AGM Notice”	the notice convening the AGM set out on pages 14 to 17 of this circular;
“Articles”	the articles of association of the Company;
“associates”	has the same meaning as defined in the Listing Rules;
“Board”	the board of Directors;
“Company”	Wisdom Holdings Group (智美控股集团), a company incorporated as an exempted company with limited liability in the Cayman Islands on 21 March 2012, the shares of which are listed on the Stock Exchange;
“connected person(s)”	has the meaning given to it under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot and issue Shares;
“Latest Practicable Date”	4 April 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular;
“Listing Date”	11 July 2013, the date on which dealings in the Shares commenced on the Main Board of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum”	the memorandum of association of the Company;

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## DEFINITIONS

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“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan Region;
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	Securities and Futures Ordinance (Chapter 571) of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of US\$0.00025 each in the capital of the Company;
“Shareholder(s)”	holder(s) of (a) Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission as amended from time to time.

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LETTER FROM THE BOARD

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WISDOM  
GROUP  
智美集團

**WISDOM HOLDINGS GROUP**

**智美控股集团**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1661)**

*Executive Directors:*

Ms. Ren Wen (*Chairlady*)

Mr. Sheng Jie

Mr. Zhang Han

*Registered Office*

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

*Non-executive Directors:*

Mr. Jin Haitao

Mr. Wang Shihong

Mr. Xu Jiongwei

*Headquarters and Principal Place of Business  
in PRC*

3/F, B12C Universal Business Park

10 Jiuxianqiao Road, Chaoyang District

Beijing 100015, PRC

*Independent Non-executive Directors:*

Mr. Wei Kevin Cheng

Mr. Ip Kwok On Sammy

Mr. Jin Guoqiang

*Principal Place of Business in Hong Kong*

13th Floor

Gloucester Tower

The Landmark

15 Queen's Road Central

Central, Hong Kong

11 April 2014

Dear Sir or Madam

**(I) RENEWAL OF GENERAL MANDATES  
TO ISSUE NEW SHARES AND REPURCHASE SHARES;  
(II) RETIREMENT OF DIRECTORS AND  
RE-ELECTION OF RETIRING DIRECTORS;  
(III) APPOINTMENT OF NEW DIRECTOR;  
AND  
(IV) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of

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## LETTER FROM THE BOARD

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Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election or appointment of Directors; and (iv) give you notice of the AGM.

### GENERAL MANDATES TO ISSUE NEW SHARES AND REPURCHASE SHARES

Ordinary resolutions will be proposed at the AGM to grant to the Directors new general mandates:

- (i) to allot, issue and otherwise deal with new Shares with an aggregate nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM; and
- (ii) to repurchase Shares with an aggregate nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing the proposed resolution at the AGM.

In addition, a separate ordinary resolution will be proposed for the Shareholders at the AGM to consider and, if thought fit, approve the extension of the Issue Mandate by adding to the aggregate number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the Issue Mandate the number of Shares purchased under the Repurchase Mandate, if granted.

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

As at the Latest Practicable Date, a total of 1,609,045,000 Shares were in issue. Subject to the passing of the proposed resolution granting the Issue Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to issue a maximum of 321,809,000 Shares representing 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM.

Subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors and on the basis that no Shares will be issued and/or repurchased by the Company prior to the AGM, the Company will be allowed to repurchase a maximum of 160,904,500 Shares representing 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM.

An explanatory statement containing information regarding the Repurchase Mandate is set out in the Appendix I to this circular.

### RETIREMENT OF DIRECTORS, RE-ELECTION OF RETIRING DIRECTORS AND APPOINTMENT OF NEW DIRECTOR

Each of Ms. Ren Wen and Mr. Sheng Jie was appointed as executive Director with effect from 21 March 2012. Mr. Wang Shihong was appointed as non-executive Director with effect from 14 June 2013. In accordance with Article 84 of the Articles, Ms. Ren Wen, Mr. Sheng Jie and Mr. Wang Shihong will retire from the office as Directors at the AGM by rotation, and being eligible, Ms. Ren Wen and Mr. Sheng Jie will offer themselves for re-election at the AGM.

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## LETTER FROM THE BOARD

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Mr. Wang Shihong will not offer himself for re-election as a director of the Company at the AGM due to his other business commitments. Mr. Wang Shihong confirms that he has no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and he has no disagreement with the Board. There are no matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange.

Particulars of Ms. Ren Wen and Mr. Sheng Jie, Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

Dr. Shen Wei has been proposed to be appointed an executive Director at the Board meeting held on 28 March 2014. An ordinary resolution will be proposed to appoint Dr. Shen Wei as an executive Director at the AGM. Particulars of Dr. Shen Wei are set out in Appendix II to this circular.

### AGM AND PROXY ARRANGEMENT

A notice convening the AGM to be held at Ballroom B, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on Friday, 16 May 2014 at 3:00 p.m. is set out on pages 14 to 17 of this circular for the purpose of considering and, if thought fit, passing the resolutions set out therein.

You will find enclosed a proxy form for use at the AGM. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed proxy form in accordance with the instructions printed thereon to the office of the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM, or any adjournment thereof, should you so wish.

Pursuant to the Listing Rules and the Articles, any vote of shareholders at a general meeting must be taken by poll except where the chairlady decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules.

An announcement on the poll vote results will be published by the Company after the AGM in the manner prescribed under the Listing Rules.

### RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, appointment of new Director and granting of the Repurchase Mandate and Issue Mandate and the extension of the Issue Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

By Order of the Board  
**Wisdom Holdings Group**  
**Ren Wen**  
*Chairlady and Executive Director*

This appendix includes an explanatory statement required by the Stock Exchange to be presented to the Shareholders concerning the Repurchase Mandate proposed to be granted to the Directors.

### **1. STOCK EXCHANGE RULES FOR REPURCHASES OF SHARES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their shares on the Stock Exchange subject to certain restrictions.

The Listing Rules provide that all proposed repurchases of shares by a company with a primary listing on the Stock Exchange must be approved by shareholders in advance by an ordinary resolution at a general meeting, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be repurchased must be fully paid up.

### **2. FUNDING AND IMPACT OF REPURCHASES**

Any repurchase will be made out of funds which are legally available for the purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. As compared with the financial position of the Company as at 31 December 2013 (being the date to which the latest audited accounts of the Company have been made up), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed repurchase period.

The Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital of the Company or the gearing position which in the opinion of the Directors are from time to time appropriate for the Company.

### **3. REASONS FOR REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earning per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **4. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,609,045,000 Shares. Subject to the passing of the relevant ordinary resolution to approve the Repurchase Mandate to repurchase Shares and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the AGM, the Directors would be authorised to exercise the power of the Company to repurchase a maximum of 160,904,500 Shares, being 10% of the issued share capital of the Company.

### **5. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the Repurchase Mandate in accordance with the Listing Rules, the applicable laws of the Cayman Islands and in accordance with the Memorandum and Articles.



**6. EFFECT OF THE TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar the Directors are aware of, Ms. Ren Wen was interested in 888,691,000 shares (approximately 55.23% of the issued share capital of the Company). In the event that the Repurchase Mandate was exercised in full, the interest of Ms. Ren Wen in the Company would be increased from approximately 55.23% to approximately 61.37%. On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchases of Shares that would result in a Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 of the Takeovers Code. As the exercise of the Repurchase Mandate may result in insufficient public float of the Company, the Directors have no intention to exercise the Repurchase Mandate to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total issued share capital of the Company.

**7. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective associates have any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company. No connected person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

**8. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months prior to the Latest Practicable Date.

**9. SHARE PRICES**

The highest and lowest prices per share at which the Shares since the commencement date of dealing of the Shares have traded on the Stock Exchange up to the Latest Practicable Date were as follows:

	<b>Shares</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2013</b>		
July (From the Listing Date)	2.35	1.81
August	2.38	1.92
September	2.55	2.15
October	3.15	2.24
November	3.85	2.98
December	4.91	3.80
<b>2014</b>		
January	5.69	4.36
February	5.96	5.03
March	6.22	4.31
April (till the Latest Practicable Date)	5.60	5.13

Set out below are details of the proposed Directors to be re-elected or appointed at the AGM.

**Ms. Ren Wen (“Ms. Ren”)**

*Position, experience and relationship*

Ms. Ren Guozun (任國尊), also known as Ren Wen (任文), aged 38, was appointed the chairlady of the Board and an executive Director on 21 March 2012. Ms. Ren is also the chairlady of nomination committee of the Company. Ms. Ren is the founder of the Group and also serves as the president. She is responsible for overseeing the Group’s overall management and strategy.

In 2001, Ms. Ren founded 北京智美奧成廣告有限公司 (Beijing ZMAC Advertising Co., Ltd.\*) (“ZMAC”) and served as general manager. Ms. Ren has dedicated to the automobile-related marketing communications and media industry in the PRC since the beginning of her entrepreneurship in 2001 and has more than 13 years of experience. Under the leadership of Ms. Ren, the Ultimate One Litre Challenge (全國一升油極限挑戰賽) was organized in 2000 and ZMAC organized events such as National Driving Skills Challenge (全國萬里駕駛技能挑戰賽) in 2001, Commemoration of the 50th Anniversary of Chinese Automobile Industry (中國汽車工業五十週年慶典) in 2003, Summit Forum for the Commemoration of the 50th Anniversary of Chinese Automobile Industry (紀念中國汽車工業五十週年高峰論壇) in 2003, Film Breakthrough for the Commemoration of the 50th Anniversary of Chinese Automobile Industry (紀念汽車工業五十週年大型專題片突破) in 2003. Ms. Ren founded the “Highway for Famous Automobiles (名車高速路)” series in 2003. ZMAC also organized the Special Report on International Automobile Exhibition(車展特別報道), Automobile of the Year (年度汽車評選), and National Urban Automobile Fuel Efficiency Extreme Challenge (全國城市汽車節油挑戰賽). She was also the person-in-charge for events such as the Auto Starlight & Green Fashion (車影星光綠色風尚祝福奧運環保公益活動) in 2008. Ms. Ren was a member of the judge panel of the Effie Media Award in 2011 and the executive vice president of nomination committee of the 3rd Forum on Film Editing & Development of Chinese Cinema cum Person of the Cinema Award 2012 (第三屆中國電影發展論壇暨2012電影瑞動力論壇). Ms. Ren was named “one of the top 100 women of Brand China (品牌中國)” in 2008. Ms. Ren obtained a diploma in journalism from the Beijing Broadcasting Institute (北京廣播學院) (now the Communication University of China (中國傳媒大學)) in January 2000.

Ms. Ren does not have any relationship with other Directors, senior management of the Company, substantial or controlling Shareholders.

Save as disclosed above, Ms. Ren does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

\* For identification purpose only

## APPENDIX II

## DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED OR APPOINTED AT THE AGM

### Interests in Shares

#### (i) Long Position in the Shares

Name of director	Nature of interest	Number of shares	Approximate percentage of shareholding interest
Ms. Ren Wen	Interest of controlled corporations ( <i>Note 1</i> )	285,211,000	17.73%
	Founder of discretionary trust ( <i>Note 2</i> )	603,480,000	37.51%

#### Notes:

- These 285,211,000 Shares are held as to 104,371,000 Shares by Top Car Co., Ltd. (“**Top Car**”) and as to 180,840,000 Shares by Lucky Go Co., Ltd. (“**Lucky Go**”). Ms. Ren Wen holds approximately 88.42% of the equity interest in Top Car and approximately 33.13% of the equity interest in Lucky Go. Ms. Ren Wen is the sole director of Top Car and Lucky Go. Therefore, Ms. Ren Wen is deemed or taken to be interested in all Shares held by Top Car and Lucky Go for the purposes of the SFO.
- Upon completion of the Capitalization Issue (as defined in the prospectus of the Company dated 28 June 2013), Queen Media Co., Ltd. (“**Queen Media**”) became the direct owner of 603,480,000 Shares. The entire issued share capital of Queen Media is owned by Sky Limited, whose entire issued share capital is the trust asset of the SKY Trust, which was founded by Ms. Ren Wen as settlor and managed by Credit Suisse Trust Limited as trustee for the SKY Trust, which is a trust established in accordance with the law of Guernsey. The discretionary beneficiaries of the SKY Trust include Ms. Ren Wen and her family members.

#### (ii) Long position in the shares of the associated corporations

Name of director	Name of associated corporation	Approximate percentage of shareholding interest
Ms. Ren Wen	Beijing Wisdom Media Holding Co., Limited (“ <b>Beijing Wisdom Media</b> ”) (北京智美傳媒股份有限公司) (“ <b>北京智美傳媒</b> ”)	52.38%
	Beijing Car Culture Advertising Co., Ltd. (北京智美車文廣告有限公司) ( <i>Note 3</i> )	100%
	Beijing Wisdom Leadership Sports Culture Co., Ltd. (北京智美領航體育文化有限公司) ( <i>Note 3</i> )	100%
	Beijing Xinchuang Branding Co., Ltd. (北京新創智力品牌管理有限公司) ( <i>Note 3</i> )	100%
	Beijing Wisdom Films Culture Media Co., Ltd. (北京智美映畫文化傳媒有限公司) ( <i>Note 3</i> )	100%

#### Note:

- A wholly owned subsidiary of Beijing Wisdom Media.

Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Ms. Ren was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

*Length of service and Director's emoluments*

Ms. Ren has entered into a director's service agreement with the Company for a term of three years commencing on 21 March 2012. Ms. Ren is currently entitled to receive an annual remuneration of RMB1,122,174 per annum excluding discretionary bonuses, which is determined with reference to her duties and responsibilities within the Company and the performance and results of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Ms. Ren that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Mr. Sheng Jie ("Mr. Sheng")**

*Position, experience and relationship*

Mr. Sheng Jie (盛杰), aged 38, was appointed an executive Director on 21 March 2012. He was appointed as Joint Company Secretary of the Company on 16 December 2013. Mr. Sheng is also a member of the remuneration committee of the Company. Mr. Sheng is one of the co-founders of the Group, and has been the vice president of the Group since October 2009. He is responsible for the coordination of the Board's affairs and overseeing the Group's legal matters.

Mr. Sheng joined ZMAC in April 2002, and served as deputy general manager. After the establishment of Beijing Wisdom Media, he served as general executive manager from January 2007 to September 2009. Mr. Sheng has over 11 years of experience in the marketing communications industry. Mr. Sheng obtained a bachelor's degree in English language from Shandong University (山東大學) in July 1998 and obtained a diploma in business management from the University of International Business and Economics (對外經濟貿易大學) in July 2009.

Ms. Sheng does not have any relationship with other Directors, senior management of the Company, substantial or controlling Shareholders.

Save as disclosed above, Mr. Sheng does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

*Interests in Shares*

Name of director	Name of associated corporation	Approximate percentage of shareholding interest
Mr. Sheng Jie	Beijing Wisdom Media (北京智美傳媒)	8.46%

Save as disclosed above, as far as the Directors are aware, as at the Latest Practicable Date, Mr. Sheng was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

*Length of service and Director's emoluments*

Mr. Sheng has entered into a director's service agreement with the Company for a term of three years commencing on 21 March 2012. Mr. Sheng is currently entitled to receive an annual remuneration of RMB822,174 per annum excluding discretionary bonuses, which is determined with reference to his duties and responsibilities within the Company and the performance and results of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Sheng that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

**Dr. Shen Wei ("Dr. Shen")**

*Position, experience and relationship*

Dr. Shen Wei (沈偉), aged 49, was appointed as vice president of the Company on 16 December 2013. He is mainly responsible for the management of Wisdom Sports (as defined in the prospectus of the Company dated 28 June 2013). Dr. Shen has more than 20 years of experience in automobile industry. He served as deputy general manager of Dongfeng Yulong Automobile Company Limited (東風裕隆汽車有限公司), general manager of Xiamen King Long United Automotive Industry Co., Ltd. (廈門金龍聯合汽車工業有限公司), and general manager of King Long Rubber Limited of Xiamen Motor Co., Ltd. (廈門汽車股份有限公司金龍橡膠有限公司). Dr. Shen obtained his master's degree in management science and engineering from Xiamen University (廈門大學) and his doctorate's degree in management science and engineering from Huazhong University of Science and Technology (華科技大學).

Dr. Shen does not have any relationship with other Directors, senior management of the Company, substantial or controlling Shareholders.

Save as disclosed above, Dr. Shen does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

*Interests in Shares*

As far as the Directors are aware, as at the Latest Practicable Date, Dr. Shen was not interested or deemed to be interested in the Shares or the associated corporations of the Company pursuant to Part XV of the SFO.

*Length of service and Director's emoluments*

Subject to the approval of appointment of Dr. Shen as an executive Director by the Shareholders at the AGM, the Company will enter into a service agreement with Dr. Shen for a term of three years commencing from the date of the AGM but he is subject to retirement by rotation (at least once every three years) and re-election pursuant to the Articles.

Pursuant to the service agreement, Dr. Shen will be entitled to a director's fee of RMB840,000 per annum excluding discretionary bonuses, which is determined with reference to his duties and responsibilities within the Company and the performance and results of the Company.

Save as disclosed above, there are no other matters relating to the appointment of Dr. Shen that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to paragraph 13.51(2)(h) to (v) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Wisdom Holdings Group (the “Company”) will be held at Ballroom B, Level 5, Island Shangri-La, Hong Kong, Pacific Place, Supreme Court Road, Central, Hong Kong on 16 May 2014 (Friday) at 3:00 p.m. for considering and, if thought fit, passing, with or without amendments, the following resolutions as ordinary resolutions of the Company:

1. To receive, consider and adopt the audited consolidated financial statements and the reports of the directors and auditor of the Company and its subsidiaries for the year ended 31 December 2013.
2. To declare a final dividend for the year ended 31 December 2013.
3. To re-elect the following retiring directors of the Company and to authorize the board of directors of the Company to fix the respective directors’ remuneration:
  - (a) Ms. Ren Wen as an executive director of the Company; and
  - (b) Mr. Sheng Jie as an executive director of the Company;
4. To appoint Dr. Shen Wei as an executive director of the Company and to authorize the board of directors of the Company to fix his remuneration (particulars of Dr. Shen Wei are set out in Appendix II to the circular of the Company dated 11 April 2014).
5. To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.
6. **“THAT:**
  - (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
  - (B) the Directors be and are hereby authorised during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds and debentures convertible



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into shares of the Company) which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period;

- (C) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (A) and (B) of this resolution above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under the share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to subscribe for shares in the Company; or (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in the Company in lieu of the whole or part of a dividend in accordance with the articles of association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the time of passing this resolution and the said approval shall be limited accordingly; and

- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
- (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

7. **“THAT:**

- (A) subject to paragraph (C) of this resolution below, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase issued shares in the capital of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers of the Company to repurchase such shares are subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange, be and is hereby, generally and unconditionally approved;

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- (B) the approval in paragraph (A) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (C) the aggregate nominal amount of share capital of the Company repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (A) of this resolution above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the time of passing this resolution and the said approval shall be limited accordingly; and
- (D) for the purposes of this resolution:

“Relevant Period” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company unless, by ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of the Cayman Islands or the Company’s articles of association to be held; or
  - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”
8. “**THAT** conditional upon the passing of Resolutions 6 and 7 as set out in this notice convening the AGM of which this Resolution forms part, the general mandate granted to the directors of the Company pursuant to Resolution 6 as set out in this notice convening the AGM of which this Resolution forms part be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to Resolution 7 as set out in this notice convening the AGM of which this Resolution forms part, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this Resolution.”

By Order of the Board  
**Wisdom Holdings Group**  
**Ren Wen**  
*Chairlady and Executive Director*

Hong Kong, 11 April 2014

**Notes:**

1. Any member of the Company entitled to attend and vote at the AGM shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company. On a poll, votes may be given either personally or by proxy.

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2. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
3. To be valid, the instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
4. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the AGM or any adjournment thereof in cases where the AGM was originally held within 12 months from such date.
5. Where there are joint holders of any shares, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto, but if more than one of such joint holders be present at the AGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose, seniority shall be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint holding.
6. Completion and delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the AGM if the member so wish and in such event, the instrument appointing a proxy should be deemed to be revoked.
7. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against the ordinary resolution no. 7 as set out in this notice is enclosed.
8. The register of members of the Company will be closed from 14 May 2014 (Wednesday) to 16 May 2014 (Friday), both days inclusive, for the purpose of identifying shareholders who are entitled to attend the AGM. During such period, no share transfers will be effected. In order to qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 13 May 2014 (Tuesday).
9. The record date for entitlement of the proposed final dividend is 26 May 2014 (Monday). For determining the entitlement to the proposed final dividend (if approved at the AGM), the register of members of the Company will be closed from 23 May 2014 (Friday) to 26 May 2014 (Monday), both days inclusive. During such period, no share transfers will be effected. In order to qualify for the proposed final dividend, all transfer documents, accompanied by the relevant share certificates, must be lodged with the office of the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on 22 May 2014 (Thursday). It is expected that the final dividend will be paid on or about 6 June 2014 (Friday) in Hong Kong Dollars at the spot rate published by The People's Bank of China on 26 May 2014.
10. Details of each of the retiring directors proposed to be re-elected or appointed as a director of the Company at the AGM are set out in Appendix II to this circular.
11. A form of proxy for use at the AGM is enclosed.
12. The AGM is expected to last for one and a half hours. Shareholders in person (or by proxy) attending the AGM are responsible for their own transportation and accommodation expenses.

*As at the date of this notice, the executive directors of the Company are Ms. Ren Wen, Mr. Sheng Jie and Mr. Zhang Han; the non-executive directors of the Company are Mr. Jin Haitao, Mr. Wang Shihong and Mr. Xu Jiongwei; and the independent non-executive directors of the Company are Mr. Wei Kevin Cheng, Mr. Ip Kwok On Sammy and Mr. Jin Guoqiang.*